

The Honorable John C. Coughenour
Noting Date: August 29, 2023 @ 9:00 a.m.

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON**

IN RE ZILLOW GROUP, INC.
SHAREHOLDER DERIVATIVE
LITIGATION

Master File No.: 17-cv-01568-JCC

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**[PROPOSED] FINAL ORDER AND
JUDGMENT**

[PROPOSED] FINAL ORDER AND JUDGMENT
(Case No. 17-cv-1568 JCC)

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1 This matter came before the Court for hearing pursuant to the Court's Order
2 Preliminarily Approving Settlement and Providing for Notice, dated April 25, 2023 (the
3 "Preliminary Approval Order"), on the application of the Parties for final approval of the
4 settlement of the Actions set forth in the Stipulation and Agreement of Settlement dated April
5 20, 2023 (the "Stipulation"). Due and adequate notice having been given to Current Zillow
6 Shareholders as required in said Preliminary Approval Order, and the Court having considered
7 all papers filed and proceedings had herein and otherwise being fully informed in the premises
8 and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED, AND
9 DECREED that:

10 1. This Final Order and Judgment incorporates by reference the definitions in the
11 Stipulation, and unless otherwise defined herein, all capitalized terms used herein shall have the
12 same meanings as set forth in the Stipulation.

13 2. The Court has jurisdiction to enter this Final Order and Judgment. The Court has
14 jurisdiction over the subject matter of the Action, including all matters necessary to effectuate
15 the Settlement, and the Parties to the Stipulation have consented to the jurisdiction of the Court
16 for purposes of implementing and enforcing the Settlement embodied in the Stipulation.

17 3. The Court finds that the Settlement set forth in the Stipulation is fair, reasonable,
18 and adequate, and in the best interests of Zillow and Current Zillow Shareholders, and pursuant
19 to Fed. R. Civ. P. 23.1, the Court hereby finally approves the Settlement in all respects, finds
20 that the Settlement set forth in the Stipulation provides material benefits to Zillow and Current
21 Zillow Shareholders, and orders the Parties to perform its terms to the extent the Parties have
22 not already done so.

23 4. The Action and all claims asserted therein are hereby ordered as compromised,
24 settled, released, discharged and dismissed with prejudice by virtue of the proceedings herein
25 and this Final Order and Judgment, and as set forth in the Stipulation. As among Plaintiffs,
26 Zillow, and the Individual Defendants, the Parties are to bear their own costs, except as
27

1 otherwise provided in the Stipulation, the Preliminary Approval Order, and this Final Order and
2 Judgment.

3 5. Upon the Effective Date of the Settlement, (i) Plaintiffs and all other Current
4 Zillow Shareholders shall be deemed to have, and by operation of the law and of the Judgment
5 shall have, fully, finally and forever released, relinquished and discharged their right to assert
6 derivatively on behalf of the Company any and all of the Plaintiffs' Released Claims (including
7 Unknown Claims) against the Defendants' Released Persons, and shall forever be barred and
8 enjoined from instituting, commencing, or prosecuting derivatively on behalf of the Company
9 any and all of the Plaintiffs' Released Claims against the Defendants' Released Persons; and
10 (ii) Zillow shall be deemed to have, and by operation of the law and of the Judgment shall have,
11 fully, finally, and forever released, relinquished and discharged its right to assert directly any
12 and all of the Plaintiffs' Released Claims against the Defendants' Released Persons, and shall
13 forever be barred and enjoined from instituting, commencing, or prosecuting directly any and
14 all of the Plaintiffs' Released Claims against the Defendants' Released Persons.

15 6. Upon the Effective Date of the Settlement, Defendants shall be deemed to have,
16 and by operation of the law and of the Judgment shall have, fully, finally and forever released,
17 relinquished and discharged any and all of the Defendants' Released Claims against the
18 Plaintiffs' Released Persons, and shall forever be barred and enjoined from instituting,
19 commencing, or prosecuting any and all of the Defendants' Released Claims against the
20 Plaintiffs' Released Persons.

21 7. Notwithstanding paragraphs 5 and 6 above, nothing in this Final Order and
22 Judgment shall in any way impair or restrict the rights of any Party to enforce the terms of the
23 Stipulation or this Final Order and Judgment.

24 8. The Court finds that the notice to Current Zillow Shareholders (a) was provided
25 pursuant to and in the form and manner directed by the Preliminary Approval Order; (b) meets
26 the requirements of Fed. R. Civ. P. 23.1 and due process; and (c) constitutes due and sufficient
27 notice of all matters relating to the Settlement to all Persons entitled to such notice.

1 9. Pursuant to and in compliance with Fed. R. Civ. P. 23.1 and due process, the
2 Court hereby finds that the notice provided advised Persons in interest of the terms of the
3 Settlement and the Fee and Expense Award and of their right to object thereto, and a full and
4 fair opportunity was accorded to all Persons entitled to be heard with respect to the foregoing
5 matters.

6 10. This Court finds that the Action has been properly maintained as a derivative
7 action according to the provisions of Fed. R. Civ. P. 23.1 and any corollary state rule, and the
8 Court finds that throughout the course of the Action, the Parties and their counsel at all times
9 complied with the requirements of Fed. R. Civ. P. 11 and any corollary state rule.

10 11. The Court hereby approves the Fee and Expense Award, which sum the Court
11 finds to be fair and reasonable. The Court also hereby approves payment of the Service Awards,
12 which shall be funded from the Fee and Expense Award. The Fee and Expense Award shall be
13 paid in accordance with the terms of the Stipulation.

14 12. No proceedings or court order with respect to the Fee and Expense Award or
15 Service Awards shall in any way disturb or affect this Order and Final Judgment (including
16 precluding this Order and Final Judgment from being Final or otherwise being entitled to
17 preclusive effect), and any such proceedings or court order shall be considered separate from
18 this Order and Final Judgment.

19 13. Neither the Stipulation (whether or not consummated), including the exhibits
20 thereto, the negotiations leading to the execution of the Stipulation, nor any proceedings taken
21 pursuant to or in connection with the Stipulation and/or approval of the Settlement (including
22 any arguments proffered in connection therewith): (i) shall be offered against any of the
23 Defendants' Released Persons as evidence of, or construed as, or deemed to be evidence of any
24 presumption, concession, or admission by any of the Defendants' Released Persons with respect
25 to the truth of any fact alleged by Plaintiffs or the validity of any claim that was or could have
26 been asserted or the deficiency of any defense that has been or could have been asserted in the
27 Actions or in any other litigation, or of any liability, negligence, fault, or other wrongdoing of

any kind of any of the Defendants' Released Persons or in any way referred to for any other reason as against any of the Defendants' Released Persons, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the Settlement; or (ii) shall be offered against any of the Plaintiffs' Released Persons as evidence of, or construed as, or deemed to be evidence of any presumption, concession or admission by any of the Plaintiffs' Released Persons that any of Plaintiffs' claims are without merit, that any of the Defendants had meritorious defenses, or that damages recoverable under the Complaint would not have exceeded the Settlement consideration or with respect to any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Plaintiffs' Released Persons, in any civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the Settlement; provided, however, that the Parties, the Released Persons, and their respective counsel may file the Stipulation and/or this Final Order and Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, release, good-faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

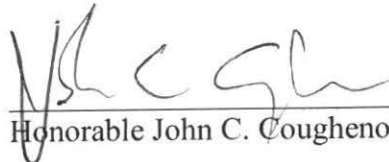
14. Without affecting the finality of this Final Order and Judgment in any way, the Court hereby retains continuing jurisdiction over: (a) implementation of the Settlement; (b) the Parties for the purpose of construing, enforcing, and administering the Stipulation and this Final Order and Judgment; and (c) any other matters related to the foregoing.

15. Without further approval from the Court, the Parties are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation to effectuate the Settlement that: (a) are not materially inconsistent with this Final Order Judgment; and (b) do not materially limit the rights of Current Zillow Shareholders in connection with the Settlement. Without further order of the Court, the Parties may agree to reasonable extensions of time to carry out any provisions of the Settlement.

16. This Final Order and Judgment is a final, appealable judgment and should be entered by the Clerk of the Court forthwith in accordance with Fed. R. Civ. P. 58.

IT IS SO ORDERED.

DATED: August 29, 2023


Honorable John C. Coughenour

Presented By:

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